EXHIBIT 959

REDACTED PUBLIC VERSION

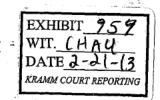
Independent Contractor...the basics

- IRS & California State laws determine if a person is an independent contractor or an employee...not written agreements.
- Workers are employees, unless the company can prove otherwise.

Independent Contractor - 20 ?'s

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959.1



Types of Job Evaluation Systems

- Qualitative
 - Ranking
 - Classification
 - Maturity or Experience Curve
 - Market Pricing
- Quantitative
 - Factor Comparison-Point Factor
 - Multiple Regression Analysis

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Ann 275-2466
jealmer@palmers#1.546.

3 Major Phases of Pay Setting

- Identify Hierarchy of Jobs by Worth
- · Investigate Marketplace
- Combine Job Worth Data & Marketplace

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959.8

Survey Data: Buy or Do Your Own?

- Depends on type and amount of data needed.
- · Can it be bought?

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Doing your own survey...

- Need letter of transmittal, instructions and survey
- · Get a personal introduction, if possible
- · Stress mutual need-reward participants
- Assure confidentiality
- Be clear and precise in what you wantyou get only one shot-assume you cannot go back!

James Palmer The Palmer Adventions, Inc. 460-361-3618 Institution of Com-

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Considerations... Determine the Scope of the Survey

- Your Organization

 - All jobs
 Exempt/non-exempt
 Specific functional groups
 - Specific skills/occupations
 Problem areas
- Market Comparability
 - Geographic
 - Industry specific
 - ~ Competitors

 - Who you hire from
 Where your employees
 - size of company - \$ volume of company

Data Collection Techniques

- · Telephone
- Mailed Questionnaire
- · Face-to-Face Interview
- Conference

Page 23

Exercise A

The CEO is considering installing a sabbatical.

He/she wants to know what other companies
in your industry provide and who, if any of
them, provide sabbaticals and how they
work?

Would you buy the data or do your own survey?

If you do your own, what factors would be important in determining the scope of the survey? What data collection techniques would you use?

> Justine Politice The Politice Advantage, In 200-303-3445 Instantine Company of Com-

Exercise B

The CEO feels that the non-exempt ranges are out of alignment with industry. He/she wants you to do a complete analysis of all of the non-exempt salaries.

Would you buy the data or do your own survey?

if you do your own, what factors would be important in determining the scope of the survey? What data collection techniques would you use?

The Printer Advantages, in

Page 24

Exercise C

The CEO wants a complete analysis of the executive team's total compensation package (salary, bonus, equity, etc.). He is concerned that the company might be at risk of losing key executive talent to it's competitors.

Would you buy the data or do your own survey?

If you do your own, what factors would be important in determining the scope of the survey? What data collection techniques would you use?

Jacobs Palmer
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Survey Data: What can be bought?

- · AEA Questionable
- · AON/Radford Associates
- ECS/Wyatt
- Mercer
- · Croner Internet
- · Culpepper software
- · Chips Large cap > 100 mil.
- Advanced HR Pre-190
- · iQuantic Stock/Public

James Patres The Patrest Advantage, Inc. 465-253-3456 instrument

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Using Survey Data – Terminology...

- Mean
- Median
- Mode
- · Simple Average (AEA=Co Wtd Avg)
- Weighted Average
- · Aging updating data to current

- Average of averages

Exercise Calculating Averages

50 inc \$9.50

11 Inc \$10.25

23 Inc \$11.10

85 Inc \$12.15

169

What is the Simple Avg? 10-75

What is the Weighted Avg? 11, 10

31.75

Palmar Advantage, bo. means one palmarar com

Page 26

959,7.

Exercise

- Using the survey data provided, pull the "Market Price" you feel appropriate for creating salary ranges for this job family.
 - Accounting Clerk I 21. (e
 - Accounting Clerk II 24.1
 - Accounting Clerk III 27.9
 - Accountant I 31.7
 - Accountant II 316.8 Accountant III 44.6

 - General Accounting Supervisor 46.3
 - General Accounting Manager [6].

Aging Data

- · Average Merit Increase
- Average Salary Movement

the average merit increases for a particular job were 5%-5% and the average salary movement during the last 12 months was 4% and the salary data for the position you are reviewing is 6 months old (assume a salary of \$22,000,00 per year), what is the value of the job today? What will be the value of the position 6 months from now? And, 12 months from now?

23,346 23,88**6** 22,40 Jui Dec Now 22,440 22,880 23,320

Average Salary Movement Average Salary Merit Trerease by about 1/270 Increase by

470 per year is typical

270 increase per six months - compounded

- not compounded

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1518

20,000

Meet...Lead...Lag?

• Assuming you aged the data...

| edd | lag

Jan July Dec

| Period | Pe

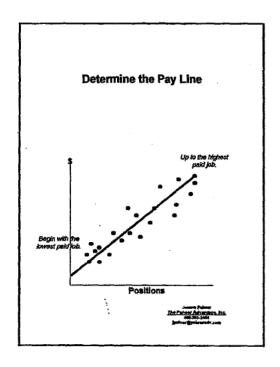
5 Steps in Designing a Salary Structure

- Determine the Pay Line
- Determine # Pay Structures Needed
- Display Job Data
- · Establish Characteristics of the Structure
- Interlocking of Multiple Pay Structures (if more than 1)

Joseph Palmer The Palmer Athentians, Inc. 400-215-2460 Joseph March Land

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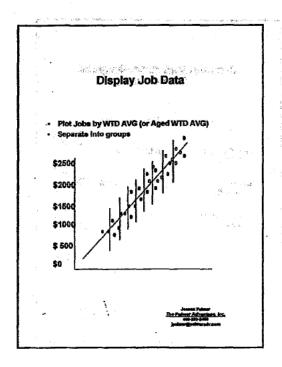


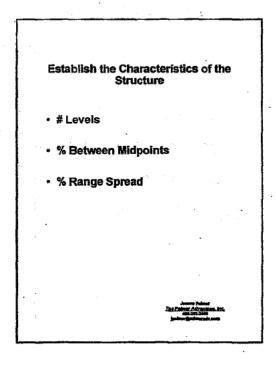
Determine # Pay Structures Needed

- Exempt
- Non-exempt
- · Technical/Non-technical
- Management
- Functional

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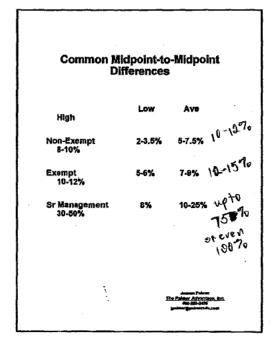
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Typical % Range Spreads Non-Exempt: Labor & Trades 1/1/10 Pt 10 25% Non-Exempt: Cierical, Technical, Para-profit 15-40% Exempt: 1st-level Mgmt, Admin, Professional 30-50% Exempt: Middle & Sr Management 40-100%

Union comp philosophy

to that everyone is paid

about the same for doing

about the same is

the same job. thom

the same important

more important

per for mance.

Page 31

Midpoint difference Higher MID - Lower MID Lower MID

Calculate the Salary Ranges O2 | Q3 | 51.1 61.3 71.5 54.0 46.3 38.6 51.9 44.5 37. 1 36.8 42.9 30.€1 37.0 31.7 2300 27.9 32.le 24.1 20.1 28.1 Acet | 8.0 25.2 21.6

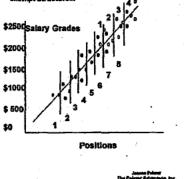
40% Range Spread 100% + 1/2 + he spread = MID / calculate

to calculate MAX MIN - 1.4

at or below MIN Green circle-

above MAX and increase continuing to Gold circle-

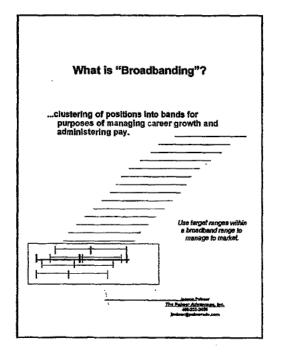
interlocking Multiple Structures

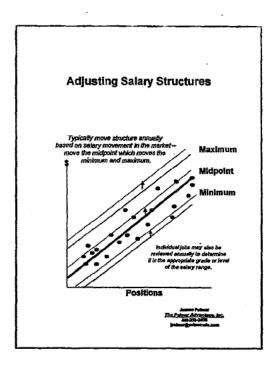


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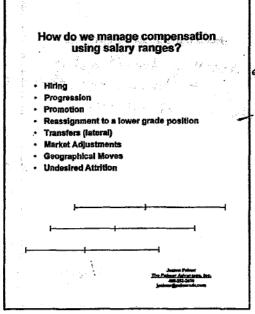
Page 32

Fewer ranges that are much broader





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Entry level hires should come in 1st Quartile

psychological negative

Merit Pay

- ...an adjustment to base pay that relates directly to employees' performance made only if
 - the organization can afford it
 - the employee deserves it

...can be beneficial or harmful

 if difference between outstanding and marginal is too small, there is no incentive

> James Palmer The Palmer Advantage Inc. 400-303-3495

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Barriers to Pay for Performance:

Somebody doesn't get it they get the message that they are not valuable.

Intel - bottom 5% of

Intel - bottom 5% of

performets get no increase

performets get no increase

this allows more money for

this allows more for top

greater increases

performers.

Joseph Palene The Palener Advertises, brc. 400-253-2455 Jankson@polymerade.com

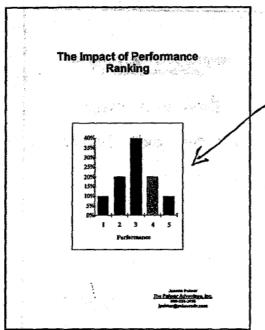
Merit Budgets

- · How are they determined?
- · How are they distributed?

Baset on market

Joseph Palmer The Palmer Advantages Inc. 400-000-0058

Page 35



In a perfect world Reality: it usually skewed to the upper skewed to the upper

		P	ay		
Lo	w	Qu: 2	artiles 3	4	High
Hig Performance	h 6%	5%	4%	3%	
	5%	4%	3%	27.	
	470	370	27.	Ø	
Lov	3%	270	ø	Ø	

Lower paid ee's who perform well will be accelerated faster to get them to the MID. Higher paid ee's are increased less to keep them from hitting the MAX.

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What happens when pay doesn't mirror performance?

- . Bad ee's stay
- . Good ee's leave

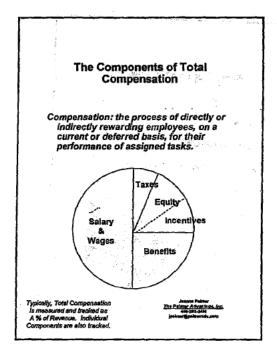
The Paimer Advantage, inc. 407-207-2465 justices graduated point

Recognizing & Paying for Performance Requires:

- Clear understanding of job requirements & job expectations
 - by those doing the rating
 - by those being rated
- Ultimate purpose is to direct efforts of employees toward achievement of organization objectives
- Pay delivery systems tie it all together
 - Evolve from company objectives
 - Allow competitiveness
 - Recognize individual contributions

James Palmer The Palmer Advantage, in 464-223-2654

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What is an incentive?

...any form of variable compensation.

..."Any form of compensation designed to motivate (or, provide incentive for) employees to produce specified outputs or behave in a specified way, and to reward them for having done so."*

*American Compensation Association

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Some Types of Incentives

- Bonus
- · Cash Profit Sharing
- Recognition Awards & Spot Bonuses
- Commissions
- Long-Term



Setting the Parameters – 5 Key Questions

- · Who should participate?
- · How much should participants earn?
- For what performance?
- When should they be rewarded?
- · How should the reward be delivered?

Jesone Palmet

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Jesinet Brainwards.com

The closer you get the she the work the more the more the more the more than the more to behavior, ween tive it is an incentive it is

Page 39

company AND wast individual must be set reach goal to get.

Bonus

- Short-Term
- Typically paid annually

- Often expressed as % of base salary

- Can be formal or discretionary

Who should participate?

How much should participants earn?

For what performance?

When should they be rewarded?

How should the reward be delivered?

spread out bonus to spread out bonus value spread out to value variety of earned out for obligations. out obligations. Fincome income income Mamt. 20-5076 31. I.C. 10-3076 Exempt 5-1576

Cash Profit Sharing

- Considered a short-term incentive
- Based on company performance
- Distributed quarterly, semi-annually or annually
- Usually expressed as % of base salary or % company profits
- Usually distributed as % of earnings for the period but there are other alternatives...

Who should participate?
How much should participants earn?
For what performance?
When should they be rewarde?
How should the reward be delivered?

James Polyan The Palmer Astronomes in 498-223-2456 Jankson Bysiners dr. com

Page 40

Exercise #3: How would you solve this business problem?

Our company is doing okay -- \$100M in Revenue with 4.6% net profit, well below average (9-11%) for our industry. We also pay in the average range for our employees -- about the 50th percentile. If we could generate better results, our executive team say they would be willing to pay more - we simply cannot afford to do so. We already have a profit sharing plan in place and, at this point in time, we do not feel it is working very well. Our investors are not happy with our results and, as a result, our stock is performing poorly. Although we have told

How much should participants earn?

For what performance?

When should? When should they be rewarded?

When should they be rewarded?

dept.

Te e valuation

The Palmer Advantage, Inc.

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The Palmer Advantage of the palmer

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Usually each
Done quickly to
tie to event

Recognition Awards Spot Bonuses

- Recognition Awards

- Spot Bonuses

How much should participants earn? For what performance? When should they be rewarded? How should the reward be delivered?

Employee of the month king space
- trip
High value - low cost

Commissions: Paid to employees directly responsible for generation of sales.

> Important Considerations: Volume Product Mix New accounts/territories

- Quota
- · Flat rate
 - to 100%
- _ 100%+
- Quota with threshold (minimum)
 - < 75% = 0
 - 76-100%
 - 101-125%
 - 125%÷
- Kickers & Accelerators

Who should participate? How much should participants earn? For what performance? When should they be rewarded? How should the reward be delivered?

Teople who are directly responsible for generating revenue.

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Long-Term

- Bonuses
 - Qualified deferred
 - Non-qualified deferred .
- Stock
 - Grants
 - Options
 - SARs
 - Phantom

Who should participate? How much should participants earn? For what performance? When should they be rewarded? How should the reward be delivered?

Jesnin Palmer
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Inclineory animals dy. 400

- Avoids tax for now, but not 401 (k)

Good for retention if stock is golving up.

Stock Option

...an option to buy a number of shares of a company's stock at a fixed price at some future date.

Purpose:

- Employee ownership of stock links or aligns employee expectations and goals with those of the shareholders.
- Since options are to buy stock in the company in the future; the employee must stay with the company in order to buy the stock -- retention value.

Jesuine Palmer

Des Palmer Advantages, Inc.

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[palmer@palmers.for.com

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Purpose

- Employee ownership of stock links or aligns employee expectations and goals with those of the shareholders.
- Since options are to buy stock in the company in the future; the employee must stay with the company in order to buy the stock -- retention value.

Jestus Palmer The Calmer Adverses, & 400-253-2456

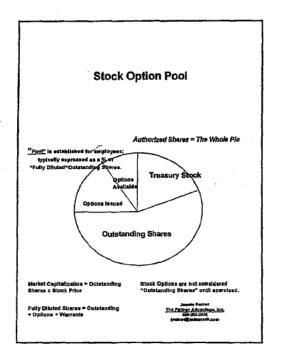
Private or Public

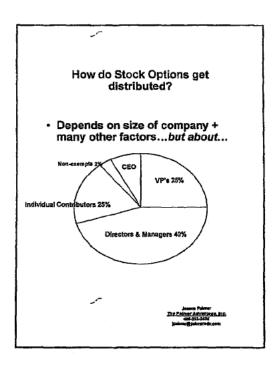
- Private: no public market for the stock — employee cannot sell.
- IPO (initial Public Offering): the first time a company enters the public market; stock becomes liquid or salable.
- Public: stock can be sold at any time on the public market.

Jestes Palmer
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AM-251-2616
Indicate Indicates

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2 Primary Types

- · Non-Qualified (NQ)
- · Incentive Stock Option (ISO)

Primary difference between NQ & ISO: Tax Treatment

- No. 1 of A 11 extraples event the day the stock is purchased. Employee owes tax upon purchase whether or not she selfs the stock and the company can take a tax deduction for the value of the stock when the employees, consultants and members of the board of directors.
- ISO is treated as a taxable event the day the employee exits the stock. Employee can purchase and hold and not pay tax until sold. The company, therefore, cannot take a tax deduction for the value of the stock until the employee sells it. Can only be issued to employees.

Other forms of alook, less commonly used, include about grants (gMs), restricted stock, phentom stock, etc.

The Peters Advantage, in

Stock Option Agreement

- Legal document covering details such as:
 - Term: typically 10 years...only if you stay with the company. If you leave, typically term ends either on the last day of employment or 90 days/3months later (depending on the plan and the agreement).
 - Price
 - Vesting

- 12 C

Disability, death, etc.



Joseph Poleste The Palmer Advantage, h 400-253-2468 jestour@palmerste.com

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Price

- Stock Options are priced at the "Fair Market Value" (FMV) on the date of the
- The FMV for public stock is the price on the open market or stock exchange.
 The FMV for private stock is set by the Board of Directors.
- The value to the employee is that, with a bit of luck and some hard work, the shares will be worth more when the employee sells them at some future date.



Junior Palmer The Palmer Advantess, b 400-253-3454

Vesting...some future date

- "Vested" shares are those that the employee has a right to buy; "Unvested" shares they will have a right to buy at a future specified date if they stay with the company.
- Typically an employee is given a "stock option <u>grant</u>" upon hire. The "grant date" for new hires is typically the date of hire. It could be the date approved by the Board of Directors.
- If an employee receives additional grants after hire, the "grant date" is typically the date approved by the Board of Directors.
- "Stock Options Grants" are contingent upon approval of the Board of Directors. Most of the time this is a rubber stamp but legally only the Board of Directors can give away or sell the stock (or pieces of ownership) of the company.

The Felore Advantage is

Page 46

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Vesting....typical

- 4 years (occasionally 3 or 5 years); Granted 1/1/94;
 25% vested on the first anniversary of the "grant date".
- Monthly thereafter

NOTE: Not always a cliff vest; some companies vest monthly from 1st day.

Granted 10,000 Shares on 1-1-94: NOTE: 10-yr life ends 12/31/2003.

1-1-95	1-1-96	1-1-97	1-1-98
2500	2500	2500	2500

Jacob Palmer Res Falmer Advantages for 405-283-3656

Refresh or Evergreen

- Some companies give grants upon hire and rarely afterwards.
- Some companies give grants upon hire and based on performance or some event afterwards discretionary.
- Some companies give grants on a regular basis to assure employees always have an adequate pool of unvested stock. This creates "walk-away value" which can make it difficult for an employee to leave the company because she must leave unvested stock behind.

Granted 10,000 Shares on 1-1-94; 5,000 each year thereafter:

1.44	1-1-08	1-1-07	1-1-00	1/1-89	1140	1-1-01
2600	2640	2500	2600			- /
- 1	1256	1250	1250	1280	1	
		1254	1284	1250	1260	
ъ.	ل ل و دخته		1259	2250	1250	1260

The Polymer Advantages, in 605-2015-2016 Indirect Opening advances

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Exercise means "Buy"

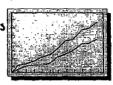
- Most employees buy and sell the same day...usually can only be done in a public company.
- Some employees buy and hold stock...to meet Capital Gains tax requirements.
- If an employee leaves the company, s/he must exercise or buy the stock or lose it...typically within 90 days/3 months of leaving.
 - - » must buy but nowhere to sell.
 - » if NQ, you may owe taxes upon buying and have nowhere to sell.
 - » sometimes, if company agrees, you can buy shares and sell some back to cover tax liability.
 - Public; can buy and sell same day.

Executive Compensation

...Doing the "right" things.

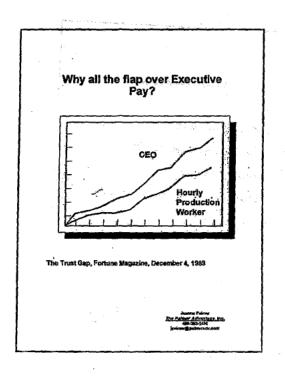
Components:

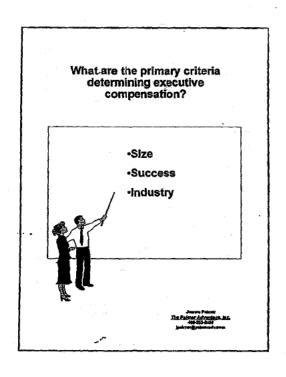
- Base
- Bonus (Short-term)
- Long-term (Cash or Equity)
- Benefits
- Golden Parachutes



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Situational Aspects

- Stage of development
- · Company financial condition Risk
- · Promotion from inside
- · What's needed to attract caliber necessary
- · Internal equity

Jauren Pokear
The Polimer Advantage, in
488-252-2484
jouleur Brains and com

	much money are g about?
Revenue: Profit \$: ,	Profit %/Revenue:
Base:Bonus:Other Cash:Total Cash:	\$
Equity: Seneficial Ownership Stock Options Vested Vervested New Stock Option Gra Restricted Stock SARs (Stock Apprecia	
Today's Price - Grant Price x #Shar	\$ es = \$
	January Palmari The Palmari Advantas a. hc., 200-213-1450 January Brahmary de comis

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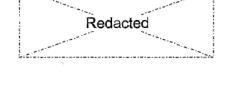
Exercise: So how much money are we talking about?

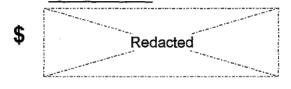
Redacted Redacted Revenue: ____ Profit \$: ____ Profit %/Revenue: ____

- Base:
- Bonus:
- Other Cash:
- · Total Cash:

\$

- Equity:
 - Beneficial Ownership
 - Stock Options
 - » Vested
 - » Unvested
 - New Stock Option Grants
 - Restricted Stock⁻
 - SARs (Stock Appreciation Rights)





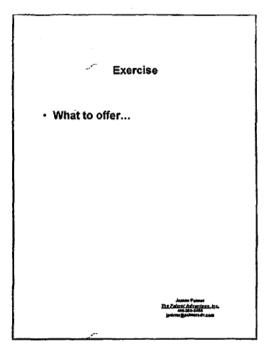
Today's Price - Grant Price x #shares = \$

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Lucas
Compensation Philosophy &
Practices



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959.34

Purpose of Project

- Formalize current practices
- Provide Managers with greater flexibility in rewarding employees
- Reflect market conditions
- Demonstrate commitment to career growth within LDL
- Ensure equity across functions
 Union/Non-Union positions within company

Creating the Program

- Created steering committee of highlevel managers:
 (Alan Keith, Patty Blau, Gail Currey)
- Developed Compensation Philosophy and Strategy
- Review current structure, job descriptions, and incumbents
- Utilized salary surveys to match positions to market
- Developed recommendations for new salary structure and job placements

Creating the Structure

- Created job progression levels
- Reviewed with managers where current positions should be placed
- Reviewed current salaries of non-union employees
- Created salary structure
- Placed positions according to market, current salary and equity across functions

959,37

Job Progression Levels

- Created job progression matrix Reflect job levels and career progression
- Entry/Intermediate/Senior/Lead
- Not all job families use all four levels

959.38

Salary Surveys

Currently use the following surveys for comparative market date:

- Radford
- SC/CHIPS
- Specialized Computer Graphics and Entertainment Industry surveys

959139

Salary Grades

- Currently have 22 grades
 Recommendation- reduce to 16 grades
- Create broader bands
- Increase grade differentials

959,40

FUNCTION: ADMINISTRATION/PRODUCTION/DIG TECHNOLOGIES

	CATEGORY: MANAGEMENT				
	LEVEL I – , SUPERVISOR	LEVEL II – MANAGER	LEVEL III – SR. MANAGER	LEVEL IV – DIRECTOR	
Scope	Receives assignments in the form of objectives with goals and process to meet goals outlined. Provides guidance to subordinates according to established policies and management guidance. Administers company policies that directly affect subordinate employees. Recommends changes to unit policies. Work is reviewed by management to measure meeting of objectives.	Receives assignments in the form of objectives and establishes goals to meet objectives. Provides guidance to subordinates to achieve goals in accordance with established policies. Establishes and recommends changes to policies which effect subordinate unit(s). Work is reviewed and measured based on meeting objectives and schedules.	Establishes operational objectives and assignments. Delegates assignments to subordinate managers. Involved in developing, modifying and executing company policies which affect immediate operation(s) and may also have company-wide effect. Objectives are reviewed by senior management to determine success of operation.	Participates with other senior management to establish strategic plans and objectives. Makes final decision(s) on administrative or operational matters and ensures operations' effective achievement of objectives.	
Complexity	Works on problems of moderate scope where analysis of situation or data requires review of identifiable factors. Exercises judgment within defined procedures and policies to determine appropriate action. Acts as advisor to unit, becomes actively involved as required to meet schedules or resolve problems. May research and make recommendations regarding equipment needs and budget for operating unit.	Works on problems of diverse scope where analysis of situation or data requires evaluation of identifiable factors. Exercises judgment within generally defined practices and policies in selecting methods and techniques for obtaining solutions. Acts as advisor to subordinate(s) to meet schedules and/or resolve technical problems. Develops and administers budgets, schedules, and performance requirements.	Works on complex problems where analysis of situations or data requires an in-depth evaluation of various factors. Exercises judgment within broadly defined practices and policies in selecting methods, techniques and evaluation criteria for obtaining results. Ensures budgets, schedules, and performance requirements are met.	Works on extremely complex problems where analysis of situations or data requires an evaluation of intangible factors. Exercises judgment in developing methods, techniques and evaluation criteria for obtaining results. Ensures budgets and schedules meet corporate requirements.	

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	LEVEL I –	LEVEL II –	LEVEL III -	LEVEL IV -
	SUPERVISOR	MANAGER	SR. MANAGER	DIRECTOR
Supervision/ Discretion	Provides immediate or general supervision over a work group or unit. Reviews, checks work and resolves problems using standard procedures. Erroneous decisions or failure to achieve results will cause delays in schedules.	Manages and coordinates the activities of a section or department with responsibility for results in terms of costs, methods and personnel. Erroneous decisions or failure to achieve goals results in additional costs and personnel, and serious delays in overall schedules.	Manages and coordinates the activities of more than one section or department through subordinate managers who exercise full supervision over their section/department in terms of costs, methods and personnel. Erroneous decisions will result in critical delay(s) in schedules and/or unit operations and may jeopardize overall business activities.	Directs and controls the activities of a functional area through several department managers with overall responsibility for planning, budgeting, implementing and maintaining costs, methods and personnel. Erroneous decisions will have a serious impact on the overall success of functional, divisional, or company operations.
Interaction	Interacts daily with subordinates, and frequently with outside customers, and functional peer groups at various management levels. Interaction normally requires the ability to gain cooperation of others, and on a limited basis conducting presentations of technical information concerning specific projects/schedules, etc.	Frequently interacts with subordinate supervisors, customers, and functional peer group managers. Interacts with senior management on a limited basis. Interactions normally involve matters between functional areas, other company divisions or units, or customers requiring the ability to gain cooperation. Frequently conducts presentations of technical information concerning specific projects/schedules, etc.	Regularly interacts with senior management or executive levels on matters concerning several functional areas, divisions, and/or customers. Requires the ability to change the thinking of or gain acceptance of others in sensitive situations.	Regularly interacts with executives and/or major customers. Interactions normally involve controversial situations, customer negotiations, or influencing and persuading other senior level or executive management.
Typical Background	Bachelors degree or equivalent experience, plus 1 – 2 years of professional experience or formal training in the duties of the position, or equivalent education and experience. Prior supervisory or managerial experience highly desirable.	Bachelors degree or equivalent experience, plus 2 – 4 years of related professional experience, or equivalent education and experience. Prior managerial experience required.	Bachelors degree or equivalent experience, plus 3 or more years of related managerial experience required.	Bachelors degree or equivalent experience, plus 5 or more years of increasingly responsible managerial experience required.

Notes: Incorporate responsibility for specific ranges of operating budget authority based on ILM guidelines

FUNCTION:	ADMINISTRATION/PRODUCTION/DIG TECHNOLOGIES
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renerion. A	CATEGORY: INDIVIDUAL CONTRIBUTOR/PROFESSIONAL				
	LEVEL I –	LEVEL II –	LEVEL III –	LEVEL IV	
	ENTRY	INTERMEDIATE	SENIOR	SPECIALIST	
Scope/Complexity	Under immediate supervision and	Under minimal supervision,	Under general supervision (confers	Specialist/internal expert. This is	
	using established procedures,	performs work that is varied and	with superior on unusual matters),	a high level position, usually not	
	performs assigned tasks.	that may be somewhat difficult in	has appreciable latitude for un-	part of a job family. There is no	
		character, Exercises judgment	reviewed action or decision making.	expectation that everyone should	
	Follows standard practices and	within defined procedures and		aspire to reach this level through	
	procedures in analyzing situations	practices to determine appropriate	Frequently performs assignments	normal progression.	
	or data from which answers can be	action.	which are broad in nature, usually		
	readily obtained.		requiring originality and ingenuity.	Considered the Internal consultant	
	Waster an emphasis of the field	Some evaluation or ingenuity is	West's an auchlance of discours account	in area of specialty.	
	Works on problems of limited scope. Work is routine and	required such as drafting technical	Works on problems of diverse scope where analysis of data requires	May have program management	
	instructions are usually detailed.	opinions to management.	evaluation of identifiable factors.	responsibility.	
	histocolis are usuany octaneo.	Works on problems of moderate	Exercises judgment within generally	responsionity.	
	May perform some administrative	scope where analysis of situations	defined practices and policies in		
	duties.	or data requires a review of	selecting methods and techniques	,	
•		identifiable factors.	for obtaining solutions.		
	Dig Tech - May assist higher level				
	engineers or other professionals.	May perform limited administrative	Typically does not perform		
	}	duties.	administrative duties.		
į	A Secretary of the second of t				
	The first of the f	Dig Tech - Work typically involves	May be assisted by Entry or	* * * * * * * * * * * * * * * * * * *	
a.	Provide Care No. 1046	responsibility for a secondary	Intermediate Level personnel		
	4 (5) (6) (6) (6) (6) (6) (6) (6) (6) (6) (6	project or a part of a major project.			
Knowledge &	Knows fundamental concepts,	Knows and applies (uses well)	Possesses and applies a broad	Requires highly specialized	
Skills	practices and procedures of	fundamental concepts,	knowledge of principles, practices,	expertise (considered the internal	
3.76 (3.78)	particular field of specialization.	practices/procedures within area of	and procedures of area of	consultant in area of specialty).	
		specialization.	specialization for completion of		
	Develops and applies basic		difficult assignments in imaginative		
,	professional concepts while learning	Uses professional concepts and	and practical ways in concert with		
	company policies/procedures to	company policies and procedures to	company policies and procedures		
	solve routine problems within area	solve a variety of problems.			
	of specialization.		This is typically the highest level		
THE WELL	Possesses effective written and	Possesses effective written and	within the job family. Progression		
All the same of the	Possesses effective written and verbal communication skills.		to the next level requires highly		
	reidai communicanon skins.	verbal communication skills.	specialized expertise.	<u> </u>	

	LEVEL I –	LEVEL II –	LEVEL III -	LEVEL IV
	ENTRY	INTERMEDIATE	SENIOR	SPECIALIST
Supervision/ Discretion	Normally receives detailed instructions on all work. Works under close supervision,	Normally receives general instructions on routine work, detailed instructions on new	Normally receives no instruction on routine work, general instructions on new assignments.	May have program management responsibility.
	using established procedures to	assignments.	_	9
	perform assigned tasks.	Works under minimal supervision.	Works under general supervision.	Works toward achievement of broad objectives.
	Usually reports to lead level or Manager	Usually reports to lead level or Manager	Usually reports to lead level or Manager	Usually reports to Manager or Director
Typical Background	Bachelors degree or equivalent exp., plus 0 – 2 year of professional experience or formal training in the duties of the position, or equivalent	Bachelors degree or equivalent experience, plus 2 – 5 years professional experience, or equivalent education and experience	5 - 8 years experience in position, or equivalent education and experience	10+ years experience in position, or equivalent education and experience
	education and experience.	May be entry level for employee	Bachelors + 4-6 years experience Masters + 2-4 years experience	Bachelors + 10 years experience, Masters + 6 years experience
	Bachelors + 0-2 years experience	with Masters Degree	Doctorate + 0-2 years experience	Doctorate + 4-6 years experience
		(In some specializations or technologies, the experience requirement may be less.)	(In some specializations or technologies, the experience requirement may be less.)	(Experience is less important than is the required peer or supervisory review and acknowledged level of subject matter expertise.)
Job Titling Examples				

-3-

FUNCTION: DIGITAL TECHNOLOGY

		CATEGORY: TECHNICIAN	
	LEVEL I – ENTRY	LEVEL II – INTERMEDIATE	LEVEL III – SENIOR
Scope/ Complexity	Under close supervision, performs standardized duties and tasks. May perform more advanced functions as part of training	Under limited supervision, knows and applies fundamental skill sets required for duties and tasks that are frequently nonroutine using	Under general supervision, works on wide range of difficult activities and tasks using company's established procedures and policies.
•	and development. Resolves routine questions and problems using established procedures, and refers more complex issues to higher levels.	company's established procedures and policies. Performs routine tasks independently. Resolves most questions and problems within own area of specialization, and refers only	Variable type of job. Adapts procedures, processes and techniques as necessary to meet the more complex requirements of the position. Applies mastery of skills to the assigned position,
e wai a a co		most complex issues to higher levels. Applies advanced skills to the assigned position, and assists with other tasks in functional area.	and assists with other tasks in functional area. Serves as a resource to others in the resolution of complex problems and issues. Consults with higher levels on very complex problems and issues.
Knowledge & Skills	Acquires and applies basic skills and develops advanced skills in procedures, techniques, tools, materials and/or equipment appropriate to area of specialization such as routine equipment repair, basic PC installation, basic software applications, maintain inventories, track/log hardware, diagnose simple system problems, etc.	Applies advanced skills according to company policies and procedures to complete a variety of tasks in area of specialization. May adapt procedures, techniques, tools, materials and/or equipment to meet special needs. Ability to recognize deviation from accepted practice is required.	Applies mastery of skills on assignments that are moderately complex in nature. Adapts procedures, processes and techniques to accomplish the requirements of the position. Has acquired a high degree of expertise in own area of specialization.
en in the second of the second	In some positions, this may be an entry level position for an individual with higher knowledge/skill level while acquiring specialized industry experience and familiarity with company policies, procedures, products and culture in order to transition into area of specialization.	In some positions, this may be an entry level position for an individual with higher knowledge/skill level while acquiring specialized industry experience and familiarity with company policies, procedures, products and culture in order to transition into area of specialization	

	LEVEL I – ENTRY	LEVEL II – INTERMEDIATE	LEVEL III – SENIOR
Supervision/ Discretion	Works under direct or close supervision. Detailed instruction is provided on all tasks and work is closely checked by supervision.	Works under limited supervision. Receives general instruction on routine work, and detailed instruction on new assignments. Work is subject to supervisory review.	Works under general supervision. Relies on experience and judgment to plan and accomplish assigned tasks and goals. Work is only spot checked. May assist in orientation and training of lower level personnel.
Background	Minimum of high school diploma plus relevant specialty course.	General knowledge equivalent to high school diploma plus two years of technical or trade school training.	General knowledge equivalent to two years of college, plus specialty training. College degree preferred.
	In positions used for specialty/company orientation a relevant college degree (e.g. B.A. in Film Production) or equivalent may be required.	In positions used for specialty/company orientation a relevant college degree (e.g. B.A. in Film Production) or equivalent may be required.	5 or more years of experience in area of specialization.
•	0-2 years experience in area of specialization.	2-4 years experience in area of specialization.	

FUNCTION: DIGITAL TECHNOLOGY

CATEGORY: TECHNICIAN

	LEVEL IV - LEAD
Scope/Complexity	Under general supervision, provides guidance and direction to small group of task-oriented employees in terms of scheduling assignments and resolving a wide range of problems and issues.
	Works on assignments equivalent to the senior level in job family. Much or most of time may be spent performing tasks of the type as the work group; however, primary focus is on immediate direction to the work group, assigning and checking their work at intervals. Plans and assigns personnel for given assignments or tasks.
The company of the control was beginned.	No responsibility for initiating employment and termination decisions, layoffs, promotions, salary increases or other personnel activities normally associated with supervisory status.
Knowledge & Skills	Applies advanced skills of the position in a lead role. Adapts procedures, processes and techniques to accomplish requirements of the position.
	Applies leadership skills to direct and prioritize group activities. Provides guidance to other non-exempt personnel in terms of training, problem solving, and scheduling work assignments.
	Must have excellent verbal and written communication skills.

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	LEVEL IV-LEAD	
Supervision/ Discretion	Provides leadership and direction to other employees in a work group, assigning and checking work at intervals. No responsibility for hiring/firing/layoffs/promotion-type decisions. May provide feedback to supervision/management.	
	Relies on experience and judgment to plan and accomplish assigned tasks and goals while providing guidance to other employees to achieve tasks according to established procedures and policies. Reviews progress with supervision/management.	
	Responsible for orientation and training of subordinate employees.	
Background	Typically 2 or more years in area of specialization. General knowledge equivalent to two or more years of college or equivalent to senior level of group supervised.	

FUNCTION: ADMINISTRATION/PRODUCTION/DIG TECHNOLOGIES

	CATE	GORY: ADMINISTRATIVE SUPPORT	
and the second of the second o	LEVEL I – ENTRY	LEVEL II – INTERMEDIATE	LEVEL III – SENIOR
Scope/Complexity	Under close supervision, performs routine/repetitive tasks with standardized procedures in place.	Under limited supervision, knows and applies fundamental skill sets required for assigned position using established procedures and policies.	Under general supervision, works on wide range of difficult activities and tasks using established procedures and policies.
	Must be able to understand and follow written and/or verbal directions for completing basic tasks within assigned functional area. Tasks may consist of	Performs routine tasks independently resolving most questions and problems pertaining to own area of specialization. Works on assignments that are routine and non-routine,	Adapts procedures, processes and techniques to meet the more complex requirements of the position. Applies advanced skills to the assigned position, and assists with other tasks
e Esperag	compiling simple data, running errands, posting minor records, filing, answering phones, making copies, etc. May operate general business machines such as copier, fax, personal computer keyboard, etc.	resolving most questions and problems independently, referring more complex issues to higher levels. May adapt procedures, processes and techniques to meet the more complex requirements of the position. Applies some	Serves as a resource to others in the department. Consults with higher levels on years complex.
	Guidance is readily available from higher level staff members. Resolves routine questions and problems, makes minor decisions according to established procedure and refers more advanced questions/problems to higher levels.	advanced skills to the assigned position, and assists with other tasks in functional area. Resolves most issues and refers complex questions to higher levels.	Consults with higher levels on very complex problems and issues.

	LEVEL I – ENTRY	LEVEL II – INTERMEDIATE	LEVEL III – SENIOR
Knowledge & Skills	Acquires and applies basic skills necessary to perform tasks within established company policies and procedures. Ability to listen carefully and follow directions. Basic reading, writing and mathematical ability required equivalent to those obtained from completion of high school or commensurate experience. Basic ability to operate personal computer. In some positions, this may be an entry level position for an individual with higher knowledge/skill level while acquiring specialized industry experience and familiarity with company policies, procedures, products and culture in order to	Applies basic job skills and develops advanced skills to perform a variety of tasks in area of specialization and within company policies and procedures. Ability to recognize deviation from accepted practice is required. In some positions, this may be an entry level position for an individual with higher knowledge/skill level while acquiring specialized industry experience and familiarity with company policies, procedures, products and culture in order to transition into area of specialization	Applies advanced skills on assignments that are moderately complex in nature. Adapts procedures, processes and techniques to accomplish the requirements of the position. Has acquired a high degree of expertise in own area of specialization.
Supervision/ Discretion	transition into area of specialization. Works under direct or close supervision Detailed instruction is provided on all tasks and work is closely checked by supervision.	Works under limited supervision Receives general instruction on routine work, and detailed instruction on new assignments.	Works under general supervision. Relies on experience and judgment to plan and accomplish assigned tasks and goals. May assist in orientation and training of lower
Typical Background	Less than 2 years related experience. Minimum of high school diploma. In positions used for industry/company orientation a college degree (i.e. BA in Film Production) or equivalent may be required.	2 - 4 years related experience. General knowledge equivalent to high school diploma plus two years of technical or trade school training. In positions used for industry/company orientation a college degree (i.e. BA in Film Production) or equivalent may be required.	level personnel. 4 - 5 or more years of related experience. General knowledge equivalent to two years of college. College degree preferred.

FUNCTION: ADMINISTRATION/PRODUCTION/DIG TECHNOLOGIES

CATEGORY: ADMINISTRATIVE SUPPORT

	LEVEL IV - LEAD
Scope/Complexity	Under general supervision, provides guidance and direction to small group of task-oriented employees in terms of scheduling assignments and resolving a wide range of problems and issues.
	Works on assignments equivalent to the senior level in job family. Much or most of time may be spent performing tasks of the type as the work group; however, primary focus is on immediate direction to the work group, assigning and checking their work at intervals. Plans and assigns personnel for given assignments or tasks.
•	No responsibility for initiating employment and termination decisions, layoffs, promotions, salary increases or other personnel activities normally associated with supervisory status.
Knowledge & Skills	Applies advanced skills of the position in a lead role. Adapts procedures, processes and techniques to accomplish requirements of the position.
	Applies leadership skills to direct and prioritize group activities. Provides guidance to other non-exempt personnel in terms of training, problem solving, and scheduling work assignments.
	Must have excellent verbal and written communication skills.

	LEVEL IV - LEAD	
Supervision/ Discretion	Provides leadership and direction to other employees in a work group, assigning and checking work at intervals. No responsibility for hiring/firing/layoffs/promotion-type decisions. May provide feedback to supervision/management.	
	Relies on experience and judgment to plan and accomplish assigned tasks and goals while providing guidance to other employees to achieve tasks according to established procedures and policies. Reviews progress with supervision/management.	
•	Responsible for orientation and training of subordinate employees.	
Background	Typically 2 or more years in area of specialization.	
-	General knowledge equivalent to two or more years of college, or equivalent to senior level of group supervised.	

INDUSTRIAL LIGHT + MAGIC COMPENSATION PHILOSOPHY

OVERALL COMPENSATION PHILOSOPHY

Our overall compensation philosophy is to attract and retain top notch and developing talent by combining cash compensation and career opportunity within a highly creative and special working environment. We are committed to building and motivating a team of effective employees who share our values, high standards and integrity. Our goal is to instill awareness, understanding and value to all levels of employees regarding their total compensation package (which includes workplace opportunities, Company provided benefits, as well as pay), while balancing the need to operate within a competitive market pricing structure.

- Our total compensation and benefits package is a balance of opportunity for individual advancement and growth of knowledge, skills and abilities as well as direct pay.
- We offer challenges, opportunities, rewards, and personal development in an informal, apolitical, fast-paced, environment.
- We often recruit unproven talent at rates somewhat below market who progress to average market pay level as we groom and mold their expertise, providing growth opportunities within the organization.
- At times the market requires that we identify and respond to external demand pressures for "hot jobs" that are critical to the success of the organization, paying recruitment/retention rates at or above market.
- We seek to maintain overall parity with Union scale for similar non-union positions, providing some non-direct cash offsets (variable pay, special recognition programs, training and development opportunities, benefits and perquisites).
- We acknowledge an extremely competitive labor market for technology positions in a specialty area where new skill sets are constantly required to keep pace with rapidly evolving technology, and will require a more aggressive compensation package for identified positions.
- Exceptional performance and productivity is rewarded through a combination of efforts including competitive pay levels, opportunities for advancement and/or short-term incentives.

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INDUSTRIAL LIGHT + MAGIC COMPENSATION PHILOSOPHY

INCENTIVES

Short-term incentives (incentive plans of a year or less in duration) will be used to augment the base compensation program. Lucas Digital, Ltd., LLC will focus on three types of Short-term incentive plans.

The first plan is designed to reward successful completion of divisional and company goals on an annual basis. Bonuses will be determined after assessing divisional and overall company performance. If the Company meets less than 85% of its goals for the year, no bonus awards will be paid out for the year.

The second plan is an annual plan for Senior Managers as well as identified key contributors (including Managers/Producers) based on a combination of overall company performance and attainment of financial and non-financial objectives. For these key contributors, this incentive-based pay is intended to focus on key objectives driving the organization.

The third type of Short-term incentive plan is at the discretion of Senior Management to reward exceptional performance at the staff levels.

- Short-term incentives will be used to reward employees for sustained high levels of performance for the purpose of retaining valuable talent.
- Incentives may be paid on the basis of individual or team efforts.
- Incentives may also be non-monetary rewards that reflect the excellent performance of an individual/team. These non-monetary rewards need to be special and seen as a unique recognition award. Non-monetary awards require Senior Management approval and need to be part of the manager's operating budget.

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			Luc	as Digita	ıl Ltd.			
				Salary Ra				
			4	4/00 - 3/0	1			
3	<u> </u>		(hourly rates	based on	a 40 hr week)		
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Job Grading

- Start with Job Description
- Refine/Clarify Description
- Determine FLSA Status Exempt/NonExempt
- Job Match to Salary Survey Data
- Internal Equity/Factors

First Praft

Lucas Digital Limited, LLC Job Description

Title:

Helpdesk Frontline Support Technician - Level I

Date:

Division:

November 4, 2000
Industrial Light + Magic
Production Engineering

Department:

Non-Exempt, Non-Union, 45 hrs/wk

Job Code: 874-11

Helpdesk Manager

Status: Reports To:

Direct Reports:

None



Final Draft

Lucas Digital Limited, LLC Job Description

Title:

Helpdesk Frontline Support Technician - Level I

Date:

November 4, 2000

Division: Department: Industrial Light + Magic Production Engineering

Status:

Non-Exempt, Non-Union, 45 hrs/wk

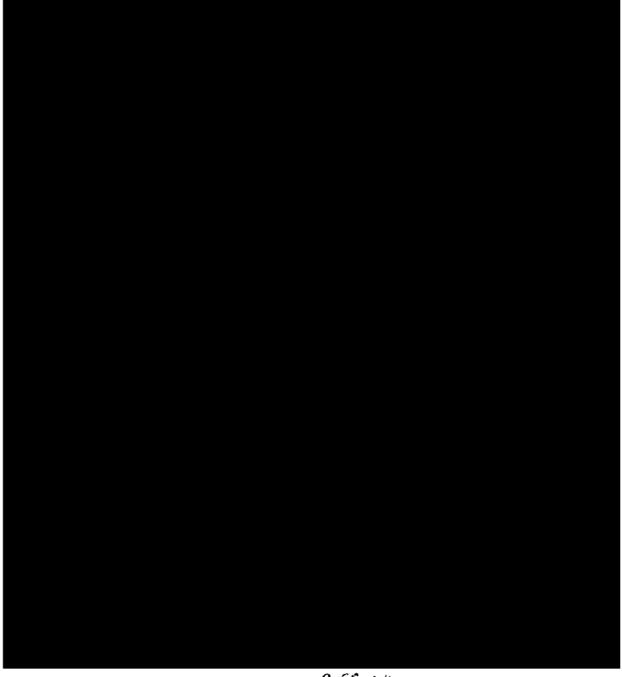
Job Code: 874-04

Reports To:

Helpdesk Manager

Direct Reports:

None



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Review/Approvals:		
Manager Name	Signature	Date
Human Resources	Signature	Date
Employee	Signature	Date

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Salary Comparison Worksheet

Employee:			
•			
Manager:			
Date of Hire:	- <u>-</u>		
Current Salary:			
Current Grade:	Min	Mid	Max
External Sources:			
Source:		Date:	·
Position:			
Level:			
Source:		Date:	
Position:			
Level:			

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Confidential - Attorneys' Eyes Only

Lucas Digital Limited Job Description

Roulford - Generic 4

Job Code: 858 -? 4

Title:

Administrative Assistant - Department Assistant

Date:

November 22, 2000

Division:

Industrial Light & Magic

Department:

Creature Development

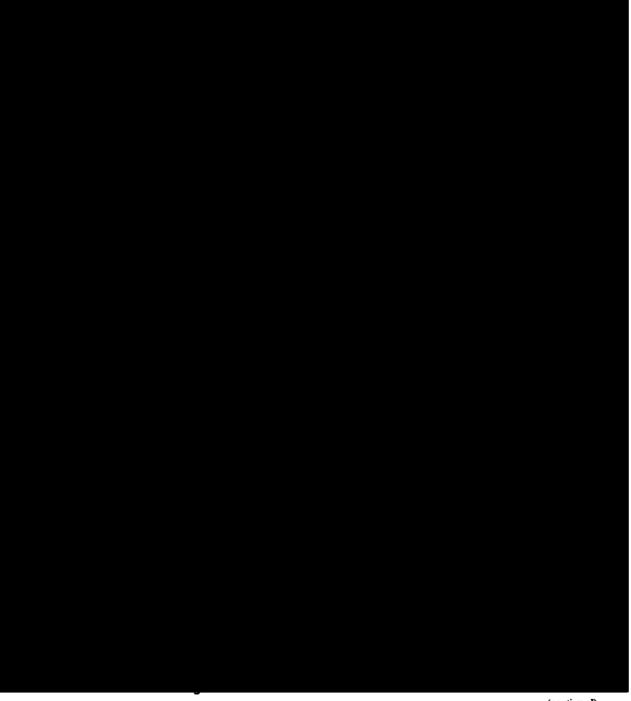
Status:

Non-Exempt, Non-Union, 50 hours/week

Reports To:

Manager Creature Development

Direct Reports: None



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(continued)

Review/Approvals		
Name	Manager	Date
A Description of the second		
Name	Human Resources	Date
· · · · · · · · · · · · · · · · · · ·		
Employee	Signature	Date
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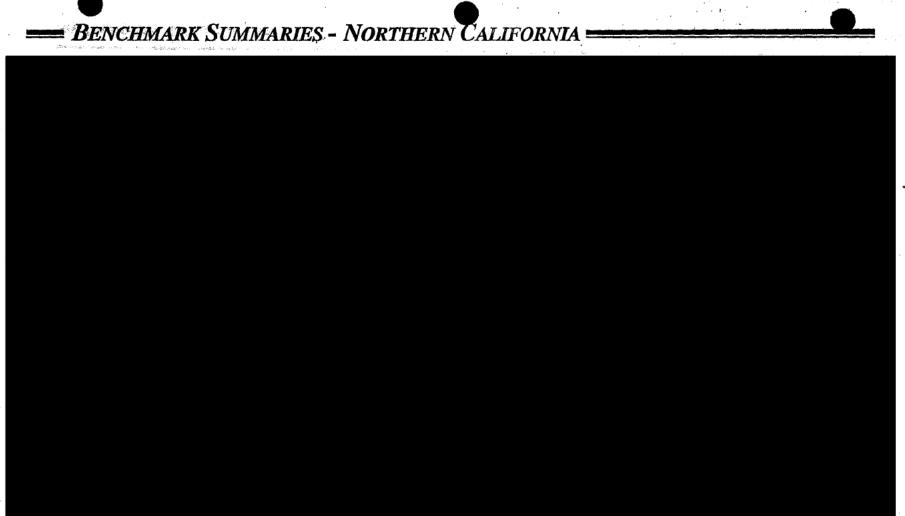
RADFORD BENCHMARK SALARY SURVEY JOB DESCRIPTION



- RADFORD ASSOCIATES/A&ACG

9901 - 9904

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AON CONSULTING / RADFORD DIVISION

C-37

1999 RADFORD BENCHMARK SALARY SURVEY



AON CONSULTING / RADFORD DIVISION

C-38

1999 RADFORD BENCHMARK SALARY SURVEY

Offer Worksheet - Exercise #1

Candidate: Mary Jones			
Position: Accounting Ma	nager	Level/Grade:	## 11 # pWF & mistist 1885 (2%
Reporting to: CFO			the goal house
Current Compensation:		Expectations:	
Base Salary	\$65,400.00 Due for Review in 2 months	Control grands and the second of the second	
Bonus	10%/yr		V
Other			
Total Compensation:	\$71,940.00		
Current Stock Options:	# Shares: 10,000 Price: \$20/share - F # Vested/Unvested: 5,		# Shares:
Level/Grade Information:	e vieni. Sala je je	Offer Being Recommended:	
Salary Range	MinMidMax \$55,000 - \$70,000 - \$85,000	Base Salary	
Bonus Range	0%	Bonus	
Other	401k Match = \$1,250.00	Other	
		Total Compensation	·
Internal Equity Issues	/Comments:		
Next Review Cycle/In	npact:		
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Offer Worksheet - Exercise #2

Candidate: Joe Techie		-		
Position: Web Developer		Level/Grade:		
Reporting to:		_		
Current Compensation:		Expectations:		
Base Salary	\$60,000 Due for Review in 2 months			
Bonus	5%/yr			
Other	401K Match = \$1,500/yr			
Total Compensation:	\$64,500			14.
Current Stock Options:	# Shares: 1,000 Price: \$20/share Fit # Vested/Unvested: 2	MV: \$35/share 250/750	the would have \$11,000 walk away from stock of unvested stock	16,
Level/Grade Information:		Offer Being Recommended		
Salary Range	MinMidMax \$45,000-\$60,000-\$75,000	Base Salary		
Bonus Range	Discretionary	Bonus		
Other		Other		
		Total Compensation		
Internal Equity Issues	s/Comments:			
Next Review Cycle/I	mpact:			

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Offer Worksheet – Exercise #3

Candidate: Bob Smith			A State of
Position: Animator		Level/Grade:	the dist
Reporting to:	·	•	gradient (March
Current Compensation:	<u>. समृत्येचेत्रा</u> क्षसः १	Expectations:	1994 (1987) 1988 (1984) (1988)
Base Salary	\$70,000	t.	THE SECOND
Bonus	10%/yr		
Other	\$10,000.00 Retention Bonus payable in 3 months		
Total Compensation:	\$77,000		
Current Stock Options:	# Shares: 2,000 Price: \$20/share FM # Vested/Unvested: 50		# Shares:
Level/Grade Information:		Offer Being Recommended:	
Salary Range	MinMidMax \$55,000-\$70,000-\$85,000	Base Salary	
Bonus Range	0	Bonus	
Other		Other	
		Total Compensation	
Internal Equity Issues Bob = \$60,000; Mary = \$3		· · · · · · · · · · · · · · · · · · ·	
Next Review Cycle/Ir	npact:		
•	Maria de la compansión de	·	

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Offer Worksheet - Exercise

Candidate:	·
Position:	Level/Grade:
Reporting to:	•
Current Compensation:	Expectations:
Base Salary	
Bonus	
Other	
Total Compensation:	
Current Stock Options:	# Shares:
Level/Grade Information:	Offer Being Recommended:
Salary Range	Base Salary
Bonus Range	Bonus
Other	Other
	Total Compensation
Internal Equity Issues/Comments:	·
	1
Next Review Cycle/Impact:	